

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

DENSO CORPORATION,

Plaintiff,

VS.

C.A. No. 05-481 (SLR)

DELPHI CORPORATION and
DELPHI AUTOMOTIVE SYSTEMS LLC,

Defendants.

STIPULATED ORDER OF DISMISSAL

WHEREAS, Plaintiff Denso Corporation filed the Complaint in this action on July 11, 2005;

WHEREAS, Plaintiff Denso Corporation supplied a copy of the Complaint to Defendants Delphi Corporation and Delphi Automotive Systems LLC, but did not serve the Complaint;

WHEREAS, on October 8, 2005, Defendants Delphi Corporation and Delphi Automotive Systems LLC filed for protection under Chapter 11 of the U.S. Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York, Case No. 05-44481 (RDD);

WHEREAS, on May 10, 2006, the parties entered into a License Agreement relating to the Complaint, and on May 30, 2006, the United States Bankruptcy Court for the Southern District of New York approved the License Agreement; and

WHEREAS, the parties have reached a settlement pursuant to the terms of the License Agreement:

IT IS HEREBY STIPULATED AND AGREED as follows:

1. Pursuant to Federal Rule of Civil Procedure 41(a), Plaintiff Denso Corporation dismisses this action;
2. Subject to the License Agreement, Plaintiff Denso Corporation dismisses with prejudice the infringement claims alleged in the Complaint that cover subject matter licensed under the License Agreement; and
3. Each side is to bear its own costs and attorneys' fees.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP POTTER ANDERSON & CORROON LLP

By: /s/ Rodger D. Smith II
Jack B. Blumenfeld (#1014)
Rodger D. Smith II (#3778)
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899
(302) 658-9200

Attorneys for Plaintiff Denso Corporation

By: /s/ Philip A. Rovner
Philip A. Rovner (#3215)
Hercules Plaza
P.O. Box 951
Wilmington, DE 19899
(302) 984-6000

*Attorneys for Defendants Delphi
Corporation and Delphi Automotive
Systems LLC*

Dated: June 14, 2006

SO ORDERED this ____ day of _____, 2006.

United States District Court Judge